

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

SECURITIES AND EXCHANGE COMMISSION, <i>Plaintiff,</i> <i>-against-</i> IRIS CAPITAL SECURITIES S.A.L., ANTOINE KHALIFE, and ONE OR MORE UNKNOWN PURCHASERS OF SECURITIES OF TELVENT GIT, S.A., <i>Defendants.</i>	Civil Action No.: 11-cv-03794 (TPG) <u>STIPULATION AND PROPOSED ORDER</u>
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WHEREAS, on or about May 30, 2012, Audi Saradar Private Bank SAL ("ASPB") moved by order to show cause (1) to intervene in this action; (2) to modify an order entered by the Court on or about May 25, 2012, directing Pershing LLC to transfer certain funds to the escrow account of Schlam Stone & Dolan LLP ("Schlam Stone"), counsel for Defendants, Antoine Khalife and Iris Capital Securities S.A.L. (together, "ICS"); and (3) to enjoin, *inter alia*, ICS' counsel from transferring or distributing any funds transferred to them by Pershing LLC (the "Motion"); and

WHEREAS, on or about May 30, 2012, the Court signed the proposed order to show cause (the "OSC"), which included a temporary restraining order (the "TRO") enjoining, *inter alia*, Schlam Stone from transferring or distributing any funds transferred to them by Pershing LLC; and

WHEREAS, ASPB and ICS now wish to resolve the Motion, the OSC and the TRO, on consent;

NOW, THEREFORE, ASPB and ICS hereby agree as follows:

1. The OSC, including the TRO, is vacated without prejudice and the Motion is withdrawn without prejudice, on consent of all parties.
2. ASPB and ICS shall each bear their own costs, expenses, and attorneys' fees in connection with the Motion, the OSC and the TRO and neither shall bring a claim

against the other for damages, or assert that there are such damages, arising from the Motion, the OSC and the TRO.


3. ASPB and ICS expressly reserve, and do not waive, any other claims they may have against each other.

4. This Stipulation does not constitute an admission by ASPB or ICS as to the merits of the Motion, the OSC, or the TRO.

5. This Stipulation may not be introduced in any action or proceeding by anyone for any purpose except to evidence or to enforce the terms hereof.

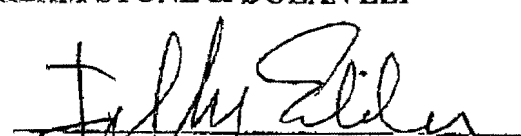
Date: September 7, 2012

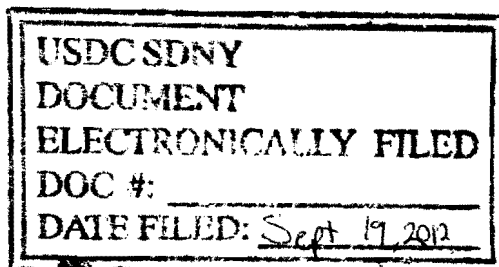
DECHERT LLP


By: Gary J. Memmitt, Esq.
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Counsel for ASPB

Date: September 7, 2012

SCHLAM STONE & DOLAN LLP


By: Jeffrey M. Eilender
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26 Broadway
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Counsel for ICS



SO ORDERED


U.S.D.J.